

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

January 30, 1997

RECORDED 20527  
JAN 30 1997 4:40 PM

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Master Rail Lease Agreement, dated as of January 31, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation  
201 Merritt Seven  
Norwalk, Connecticut 06856

Lessee: Interstate Brands Corporation  
12 East Armour Blvd  
Kansas City, Missouri 64111

A description of the railroad equipment covered by the enclosed document is:

Ninety (90) covered hoppers AEX 5367 through AEX 5456

Mr. Vernon A. Williams  
January 30, 1997  
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Also enclosed is a check in the amount of \$22 00 payable to the order of the  
Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W Alvord

RWA/bg  
Enclosures

RECORDATION NO 20527  
JAN 30 1997 1 20 PM

**MEMORANDUM  
OF MASTER RAIL LEASE AGREEMENT**

On the date hereof, the parties hereto entered into that certain Master Rail Lease Agreement No 7783798 (the "Lease Agreement") dated as of January 31, 1997, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and Interstate Brands Corporation ("Lessee"), having its principal place of business located at 12 East Armour Blvd, Kansas City, MO 64111, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U S C 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 31st day of January, 1997

PITNEY BOWES CREDIT CORPORATION

BY

TITLE

  
Tyler G. Tranzillo  
Region Credit Manager

INTERSTATE BRANDS CORPORATION

BY

TITLE

  
Paul E. Varick  
Vice President & Treasurer

## **EXHIBIT A**

Ninety (90) 5125 cubic capacity pressure discharge covered hopper railroad cars manufactured by Trinity Industries with reporting marks and running numbers AEX 5367 to and including AEX 5456

# CORPORATE FORM OF ACKNOWLEDGEMENT

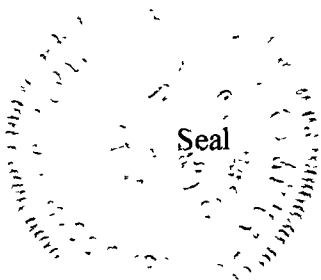
State of Missouri )  
 ) SS  
County of Clay )

On this 31st day of January, 19 97, before me personally appeared Paul E. Yarick, to me personally known, who being by me duly sworn, says that he is the Vice President & Treasurer of Interstate Brands Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

Terry E. Humphrey  
Signature of Notary Public

Terry E. Humphrey  
Notary Public State of Missouri  
County of Clay  
My Commission Expires 10/13/97

My commission expires \_\_\_\_\_



State of Connecticut )  
 ) SS  
County of Fairfield )

Ada Velazquez  
Signature of Notary Public

My commission expires AIDA VELAZQUEZ  
Notary Public  
My Comm. Exp. Oct 31, 1999

Seal